

Director Responsibilities

1 General

1.1 Individual Responsibilities

It is the responsibility of each Director to:

- (a) attend all meetings of the Board;
- (b) participate in the discussions by honestly voicing opinions and carefully listening to the opinions of others;
- (c) come prepared to do the business of the Board;
- (d) call to the Board's attention any instance where it deviates from its own stated policies;
- (e) accept and support decisions of the Board;

1.2 Collective Responsibilities

It is the collective responsibility of the Board to:

- (a) do the work of the Board, and only that work, as outlined in its own policy statements;
- (b) manage, evaluate and adjust as necessary its own performance through a process of regularly scheduled self-evaluation;
- (c) solicit, consider and evaluate a diversity of points of view on a subject, debating them vigorously and completely while maintaining an atmosphere of respect for others;
- (d) be wise stewards of its meeting time;
- (e) maintain confidentiality of Board discussions;
- (f) see to its own continuity and renewal, by wisely selecting, orienting and training new candidates for positions on the Board as vacancies occur.

2 Director Attendance Policy

Any Director who misses three consecutive Board meetings or 25% of all scheduled meetings within any 12 month period, forfeits his/her seat on the Board and that seat automatically becomes vacant. A Director may apply for reinstatement, which may be granted by the Board. The reinstatement mechanism may be used only once per Director.

3 Code of Conduct

Directors are placed in a trustee role, responsible to guide the corporation in serving the needs of donors, the Eastern Synod, its congregations and affiliated institutions. Therefore, the interests of ELFEC shall have priority over the interests of the individual Director.

4 Privileged Information

Each Director must use utmost care and discretion in the handling of confidential or privileged information and other information not generally available to the

public entrusted to them by reason of the Directorship. Such information shall not be used for personal benefit of family, friends or associates.

5 Gifts and Hospitality

A Director shall not demand, accept or offer – directly or indirectly – discounts, services or benefits from a person or corporation having dealings with ELFEC. No Director shall accept any gift or hospitality of material value offered or tendered by virtue of the Director’s position with the organization. While costly gifts and hospitality are never to be accepted, it should be borne in mind that “materiality” may be determined not only by costliness but by the circumstances surrounding the giving and acceptance.

6 Public Appearance Fees

A Director shall not accept any fee for taking part in a public speaking engagement or a public radio/television performance to which he/she was invited as a direct result of his/her being a Director of the Board.

7 Influence

A Director shall not use the authority conferred upon such Director by virtue of his/her membership on the Board of Directors, to influence or persuade another person or persons in their decision making outside of Board duties, so as to receive directly or indirectly any financial benefit.

8 Solidarity

Directors will respect the process by which Board decisions are made. This does not limit the Director’s right to participate fully in the discussions leading to a Board decision, or to hold his/her own opinion of the Board’s action. Accordingly, Directors will publicly support decisions of the Board which are arrived at by due process.

9 Interference with Staff

Directors will not interfere in any way with a staff member’s discharge of his/her duties. Directors recognize that unsolicited advice and unreasonable requests for information or assistance are forms of interference.

10 Expense Reimbursement

Directors will be reimbursed for reasonable expenses incurred on approved Board business, upon presentation of an expense statement to the Secretary-Treasurer. In cases of dispute over reimbursement, a Director may appeal the decision of the Secretary-Treasurer to the Board.